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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-_____ (RDD)**
: **(Joint Administration Requested)**
Debtors.¹ :
-----X

**MOTION OF DEBTORS FOR ENTRY OF ORDER (I) WAIVING THE
REQUIREMENT TO (A) FILE LIST OF CREDITORS (B) PREPARE AND
FILE THE LIST OF EQUITY SECURITY HOLDERS AND (C) PROVIDE
EQUITY SECURITY HOLDERS WITH THE NOTICE OF COMMENCEMENT,
AND (II) GRANTING DEBTORS AUTHORITY TO ESTABLISH PROCEDURES
FOR NOTIFYING CREDITORS OF COMMENCEMENT OF CHAPTER 11 CASES**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation (“**Sears Holdings**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) and, together with their non-debtor affiliates, (the “**Company**”), respectfully represent in support of this motion (the “**Motion**”):

Background

1. On the date hereof (the “**Commencement Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

3. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn to on the date hereof (the “**Riecker Declaration**”),² which has been filed with the Court contemporaneously herewith and is incorporated herein by reference.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Day Declaration.

Jurisdiction

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. By this Motion, pursuant to sections 105(a), 342(a), and 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a) and (d) and 2002(a), (d), and (f) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-1 and 5075-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the Debtors request entry of an order (i) waiving the requirement to (a) file a list of creditors on the Commencement Date (the “**List of Creditors**”), as set forth in section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Rule 1007-1, and General Orders M-133, M-137, and M-138 (the “**Standing Orders**”) of the United States Bankruptcy Court for the Southern District of New York (collectively, the “**Notice Rules**”); (b) prepare and file the list of equity security holders as set forth in Bankruptcy Rule 1007(a)(3); (c) provide equity security holders with a copy of the notice announcing the commencement of these chapter 11 cases and the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “**Notice of Commencement**”) as set forth in Bankruptcy Rule 2002(d); and (ii) authorizing the Debtors to implement certain procedures (the “**Procedures**”) for the mailing and publication of the Notice of Commencement and for notifying creditors and other parties in interest of the commencement of these chapter 11 cases.

6. A proposed form of order granting the relief requested in the Motion is attached hereto as **Exhibit A** (the “**Proposed Order**”). The proposed form of Notice of Commencement is attached to the Proposed Order as **Exhibit 1**.

The Relief Requested Should Be Granted

A. Waiving the Requirement to File a List of Creditors is Warranted

7. Pursuant to the Notice Rules, unless a debtor’s schedules of assets and liabilities are filed simultaneously with a chapter 11 petition, a debtor must file the List of Creditors with the petition. Contemporaneously herewith, the Debtors have filed a motion requesting an extension of the time to file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “**Schedules**”), and, therefore, have not yet filed their Schedules with the Court. Accordingly, without the relief requested herein, the Notice Rules would require each of the Debtors to file a separate list of creditors on the date hereof. The Debtors submit that waiving the requirement to file the List of Creditors is appropriate in these chapter 11 cases and is within the Court’s equitable powers under section 105 of the Bankruptcy Code.

8. The Debtors have filed a motion to retain and employ Prime Clerk LLC as its claims and noticing agent (the “**Claims and Noticing Agent**”) in these chapter 11 cases. Pursuant to section 156(c) of title 28 of the United States Code, the Court is empowered to use outside facilities or services to provide notices and other administrative information to parties in interest, if the costs are paid from the assets of the estates. Local Rule 5075-1 also requires that debtors, such as the ones in these cases, which have over 250 creditors and equity security holders, retain an approved claims and noticing agent.

9. Under the proposed Procedures set forth below, and pursuant to section 342(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a) and (f), as soon as practicable after the Commencement Date, the Debtors will furnish their consolidated List of Creditors to the Claims and Noticing Agent so that the Claims and Noticing Agent may mail the Notice of Commencement to creditors identified on the Debtors' List of Creditors.

10. Given that the Claims and Noticing Agent will receive the List of Creditors and will use the list to furnish the Notice of Commencement to creditors, the Debtors submit that filing the List of Creditors would serve no useful purpose. Consequently, the Notice Rules should be waived.

11. Courts in this District have granted similar relief in other chapter 11 cases. *In re Republic Airways Holdings Inc.*, No. 16-10429 (SHL) (Bankr. S.D.N.Y. Feb. 29, 2016) (waiving requirement to file list of creditors); *In re NII Holdings, Inc.*, No. 14-12611 (SCC) (Bankr. S.D.N.Y. Sept. 16, 2014) (same); *In re AMR Corp.*, No. 11-15463 (SHL) (Bankr. S.D.N.Y. Nov. 30, 2011) (same).

B. Waiving the Requirement to File the Equity List and Provide the Notice of Commencement to Equity Security Holders is Warranted

12. Bankruptcy Rule 1007(a)(3) provides that "unless the court orders otherwise, the debtor must file within fourteen (14) days after entry of the order for relief a list of the debtor's equity security holders of each class showing the number and kinds of interests registered in the name of each holder, and the last known address or place of business for each holder." Fed. R. Bankr. P. 1007(a)(3). Furthermore, Bankruptcy Rule 2002(d) provides that, unless otherwise ordered by the Court, the Debtors shall provide notice to all equity security holders of the order for relief and any section 341 meeting. *See* Fed. R. Bankr. P. 2002(d). The

Debtors submit that waiving the requirements to prepare and file the list of equity security holders (the “**Equity List**”) and provide equity security holders with the Notice of Commencement and of any section 341 meeting is appropriate in these chapter 11 cases and is within the Court’s equitable powers under section 105 of the Bankruptcy Code.

13. Sears Holdings is a public company and, as of the Commencement Date, has over 108 million common shares outstanding. The ownership of these shares change on a daily, if not more frequent, basis. The Debtors submit that preparing the Equity List with last-known addresses and sending notices to all parties on the Equity List will be expensive for Sears Holdings, time consuming, and difficult to do quickly and accurately. Moreover, with respect to the other Debtors, the information on the Equity List has already been disclosed through the Debtors’ filed Corporate Ownership Statement. The Debtors further submit that equity security holders will not be prejudiced because if it is determined that they are entitled to distributions from the Debtors’ estates, those parties will be provided with notice of the bar date and will have an opportunity to assert their interests at that time. Furthermore, equity security holders will likely learn of these chapter 11 cases through the financial press as well as the Debtors’ reporting with the United States Securities and Exchange Commission. And, as proposed herein, the Notice of Commencement will be published once in the national edition of *The New York Times*, on the website to be established by the Claims and Noticing Agent, and the Debtors’ website.

14. Courts in this District have granted similar relief in other chapter 11 cases. *See, e.g., In re Breitburn Energy Partners LP*, No. 16-11390 (SMB) (Bankr. S.D.N.Y. May 17, 2016) (waiving requirement to file list of equity security holders and modifying requirement to mail Notice of Commencement to all equity security holders); *In re Aéropostale, Inc.*, No. 16-11275 (SHL) (Bankr. S.D.N.Y. May 6, 2016) (waiving both requirements).

C. Proposed Procedures for Service of Notice of Commencement

11. Bankruptcy Rule 2002(a) provides, in pertinent part, that the “clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 21 days’ notice by mail of . . . the meeting of creditors under § 341 or § 1104(b) of the Code.” Fed. R. Bankr. P. 2002(a). Bankruptcy Rule 2002(f) further provides that notice of the order for relief shall be provided to all creditors by mail. In light of the requirement to notify creditors of the commencement of these chapter 11 cases and the meeting of creditors, the Debtors seek authority to have the Claims and Noticing Agent undertake the mailing of the Notice of Commencement to creditors.

15. In addition to mailing the Notice of Commencement to the Debtors’ creditors, the Debtors propose to publish, as soon as practicable, the Notice of Commencement substantially in the form attached to the Proposed Order (i) once in the national edition of *The New York Times*, and (ii) on the website to be established by the Claims and Noticing Agent and the Debtors’ website. The Court has authority under Bankruptcy Rule 2002(l) to “order notice by publication if it finds that notice by mail is impracticable or that is it desirable to supplement the notice.” Fed. R. Bankr. P. 2002(l). Publication of the Notice of Commencement is the most practical method by which to notify those creditors and equity holders who do not receive the Notice of Commencement by mail and other parties in interest of the commencement of these chapter 11 cases. Notice by publication also will ensure an efficient use of estate resources.

16. In addition, the Court has the authority, pursuant to its equitable powers under section 105(a) of the Bankruptcy Code, to authorize the relief requested herein, because such relief is necessary for the Debtors to carry out their fiduciary duties under section 1107(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code provides, in pertinent part, that “[t]he Court may issue any order, process, or judgment that is necessary or appropriate to carry

out the provisions of this title.” 11 U.S.C. § 105(a). Section 1107(a) of the Bankruptcy Code “contains an implied duty of the debtor in possession” to “protect and preserve the estate, including an operating business’ going concern value,” on behalf of the debtor’s creditors and other parties in interest. *In re CEI Roofing, Inc.*, 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (quoting *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002)); *see also Unofficial Comm. of Equity Holders v. McManigle (In re Penick Pharm., Inc.)*, 227 B.R. 229, 232-33 (Bankr. S.D.N.Y. 1998) (“[U]pon filing its petition, the Debtor became debtor in possession and, through its management . . . was burdened with the duties and responsibilities of a bankruptcy trustee.”). The Debtors submit that implementation of the Procedures is appropriate in these chapter 11 cases and well within the Court’s equitable powers under section 105(a) of the Bankruptcy Code.

Notice

17. Notice of this Motion has been provided to (i) the Office of the United States Trustee for Region 2; (ii) the holders of the twenty (20) largest unsecured claims against the Debtors (on a consolidated basis); (iii) counsel for Bank of America, N.A., as administrative agent under the First Lien Credit Facility and the DIP ABL Agent; (iv) counsel for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility; (v) counsel for JPP, LLC, as administrative agent under the Second Lien Credit Facility, the IP/Ground Lease Term Loan, and the Consolidated Secured Loan Facility; (vi) counsel for Computershare Trust Company N.A., as indenture trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes; (vii) counsel for Wilmington Trust, National Association, as indenture trustee for the Second Lien Notes; (viii) counsel for The Bank of New York Mellon Trust Company, N.A., as successor trustee for the SRAC Unsecured PIK Notes, the SRAC Unsecured Notes, and the SRAC Medium Term Notes; (ix) the Pension Benefit Guaranty

Corporation; (x) the Unions; (xi) the Securities and Exchange Commission; (xii) the Internal Revenue Service; and (xiii) the United States Attorney's Office for the Southern District of New York. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

18. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: October 15, 2018
New York, New York

/s/ Ray C. Schrock P.C.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
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Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-_____ (RDD)**
: **(Jointly Administered)**
Debtors.¹ :
-----X

**ORDER (I) WAIVING THE REQUIREMENT TO (A) FILE LIST OF CREDITORS
(B) PREPARE AND FILE THE LIST OF EQUITY SECURITY HOLDERS AND
(C) PROVIDE EQUITY SECURITY HOLDERS WITH THE NOTICE OF
COMMENCEMENT, AND (II) GRANTING DEBTORS AUTHORITY
TO ESTABLISH PROCEDURES FOR NOTIFYING CREDITORS OF
COMMENCEMENT OF CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)² of Sears Holdings Corporation (“**Sears Holdings**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 342(a) and 521(a)(1) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 1007(a) and (d) and 2002(a), (d), and (f) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for an order (i) waiving the requirement to (a) file a list of creditors on the Commencement Date, as set forth in section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Rule 1007-1, and General Orders M-133, M-137, and M-138 (the “**Standing Orders**”) of the United States Bankruptcy Court for the Southern District of New York (collectively, the “**Notice Rules**”); (b) prepare and file the list of equity security holders, as set forth in Bankruptcy Rule 1007(a)(3); (c) provide equity security holders with a copy of the notice announcing the commencement of these chapter 11 cases and the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “**Notice of Commencement**”) as set forth in Bankruptcy Rule 2002(d); and (ii) authorizing the Debtors to implement certain procedures (the “**Procedures**”) for providing the Notice of Commencement to creditors, all as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the Riecker Declaration, filed contemporaneously with the Motion, the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein is in the best interests of the

Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The requirements under section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Rule 1007-1, and the Standing Orders that the Debtors file the List of Creditors with this Court are waived.
3. The requirement under section Bankruptcy Rule 1007(a)(3) that the Debtors file the Equity List within 14 days of the Commencement Date is waived.
4. The requirement under Bankruptcy Rule 2002(d) that the Debtors give notice of the commencement of these chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “**Notice of Commencement**”) to all equity security holders is waived.
5. As soon as practicable after entry of an order authorizing the engagement of a claims and noticing agent in these cases (the “**Claims and Noticing Agent**”), the Debtors shall furnish to the Claims and Noticing Agent a consolidated list containing the names and last known addresses of the Debtors’ creditors (the “**List of Creditors**”).
6. The Notice of Commencement substantially in the form attached hereto as Exhibit 1 is hereby approved. And Prime Clerk LLC, as the Debtors’ proposed claims and noticing agent, shall promptly provide such notice in addition to all other mailings directed by the Bankruptcy Court, the United States Trustee for Region 2, or as required by section 342(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a) and (f).

7. On or before the date that is 21 days prior to the date on which the meeting of creditors is to be held, the Debtors, with the assistance of the Claims and Noticing Agent, shall mail the Notice of Commencement to all creditors on the Debtors' List of Creditors.

8. Pursuant to Bankruptcy Rule 2002(l), the Debtors, with the assistance of the Claims and Noticing Agent, shall cause the Notice of Commencement to be published (i) once in the national edition of *The New York Times* and (ii) on the website to be established by the Claims and Noticing Agent and the Debtors' website.

9. The form and manner of notice as provided herein are reasonably calculated to inform interested parties of these chapter 11 cases and are hereby approved.

10. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

11. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Proposed Form of Notice of Commencement

Information to identify the case:

Debtor	<u>Sears Holdings Corporation, et al.</u>	EIN 20-1920798
Name		
United States Bankruptcy Court for the Southern District of New York		
Case Number: _____ ()	Date case filed in chapter 11: October 15, 2018	

Official Form 309F (For Corporations or Partnerships)

Notice of Chapter Bankruptcy Case

12/17

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. Debtors' full names (and Jointly Administered Cases):

Debtor	EIN Number	Case No.	Address
Sears, Roebuck and Co.	36-1750680		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Holdings Corporation	20-1920798		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart Holding Corporation	32-0073116		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart Operations LLC	32-0456546		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Operations LLC	35-2524331		3333 Beverly Road, Hoffman Estates, Illinois 60179
ServiceLive, Inc.	36-4616774		3333 Beverly Road, Hoffman Estates, Illinois 60179
A&E Factory Service, LLC	36-4486695		3333 Beverly Road, Hoffman Estates, Illinois 60179
A&E Home Delivery, LLC	37-1500205		3333 Beverly Road, Hoffman Estates, Illinois 60179
A&E Lawn & Garden, LLC	13-4275028		3333 Beverly Road, Hoffman Estates, Illinois 60179
A&E Signature Service, LLC	37-1500204		3333 Beverly Road, Hoffman Estates, Illinois 60179
FBA Holdings Inc.	36-4186537		3333 Beverly Road, Hoffman Estates, Illinois 60179
Innovel Solutions, Inc.	36-1857180		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart Corporation	38-0729500		3333 Beverly Road, Hoffman Estates, Illinois 60179
MaxServ, Inc.	74-2707626		3333 Beverly Road, Hoffman Estates, Illinois 60179
Private Brands, Ltd.	55-0544022		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Development Co.	36-2476028		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Home & Business Franchises, Inc.	98-0126742		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Holdings Management Corporation	20-3592148		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Insurance Services, L.L.C.	36-4287182		3333 Beverly Road, Hoffman Estates, Illinois 60179

Debtor	EIN Number	Case No.	Address
Sears Procurement Services, Inc.	30-0092859		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Home Improvement Products, Inc.	25-1698591		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Protection Company	36-4471250		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Protection Company (PR), Inc.	66-0704861		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Roebuck Acceptance Corp.	51-0080535		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears, Roebuck de Puerto Rico, Inc.	66-0233626		3333 Beverly Road, Hoffman Estates, Illinois 60179
SYW Relay LLC	35-2561870		3333 Beverly Road, Hoffman Estates, Illinois 60179
Wally Labs LLC	None		3333 Beverly Road, Hoffman Estates, Illinois 60179
Big Beaver of Florida Development, LLC	None		3333 Beverly Road, Hoffman Estates, Illinois 60179
California Builder Appliances, Inc.	68-0406327		3333 Beverly Road, Hoffman Estates, Illinois 60179
Florida Builder Appliances, Inc.	36-3619133		3333 Beverly Road, Hoffman Estates, Illinois 60179
KBL Holding Inc.	26-0031295		3333 Beverly Road, Hoffman Estates, Illinois 60179
KLC, Inc.	75-2490839		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart of Michigan, Inc.	38-3551696		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart of Washington LLC	61-1448898		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart Stores of Illinois LLC	61-1448897		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart Stores of Texas LLC	61-1448915		3333 Beverly Road, Hoffman Estates, Illinois 60179
MyGofer LLC	26-4005531		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Brands Business Unit Corporation	42-1564658		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Holdings Publishing Company, LLC	26-0075554		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Protection Company (Florida), L.L.C.	20-0224239		3333 Beverly Road, Hoffman Estates, Illinois 60179
SHC Desert Springs, LLC	None		3333 Beverly Road, Hoffman Estates, Illinois 60179
SOE, Inc.	83-0399616		3333 Beverly Road, Hoffman Estates, Illinois 60179
StarWest, LLC	37-1495379		3333 Beverly Road, Hoffman Estates, Illinois 60179
STI Merchandising, Inc.	38-2760188		3333 Beverly Road, Hoffman Estates, Illinois 60179
Troy Coolidge No. 13, LLC	None		3333 Beverly Road, Hoffman Estates, Illinois 60179
BlueLight.com, Inc.	77-0527034		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Brands, L.L.C.	42-1564664		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Buying Services, Inc.	36-3256533		3333 Beverly Road, Hoffman Estates, Illinois 60179
Kmart.com LLC	77-0529022		3333 Beverly Road, Hoffman Estates, Illinois 60179
Sears Brands Management Corporation	36-2555365		3333 Beverly Road, Hoffman Estates, Illinois 60179

2. All other names used in the last 8 years		
A&E Factory Service	Kmart Holding Company	Sears Grand
Accents for Less	Kmart Holdings, Inc.	Sears Grand #1673
American Siding & Deck, Inc.	Kmart Lessee Operations, LLC	Sears Holdings Management Corporation
American Windows & Sash, Inc.	Kmart Management Corporation	Sears Home Appliance Showrooms
Appliance Liquidators	Kmart Michigan Property Services, L.L.C.	Sears Home Improvement Products (South), Inc.
Austin Technology Center	Kmart of Amsterdam, NY Distribution Center, Inc.	Sears Home Services
Bath and Kitchen Elegance	Kmart of Pennsylvania LP	Sears Home&Life
Bath and Kitchen Elegance of the Desert	Kmart Pharmacies of Minnesota, Inc.	Sears Lessee Operations, LLC
Big Beaver of Caguas Development Corporation	Kmart Pharmacies, Inc.	Sears Logistics Services
Big Beaver of Caguas Development Corporation II	Kmart Properties, Inc.	Sears Logistics Services, Inc.
Big Kmart	Kmart Stores of Indiana, Inc.	Sears Merchandise Group

2. All other names used in the last 8 years		
Big Kmart (#3680)	Kmart Stores of TNCP, Inc.	Sears Merchandise Group, Inc.
Central Wholesale Appliance Supply, Inc.	KMI, Inc.	Sears New York Insurance Agency
Chantell Marketing	Koolvent Aluminum Products, Inc.	Sears Oklahoma Insurance Agency
Circle of Beauty Inc.	Kresge - Kmart Limited	Sears Protection Company Inc.
Delver	Little Caesars	Sears Protection Company, Inc.
Delver.com	Max Acquisition Delaware Inc.	Sears Technology Services LLC
Designer Depot	McKids	Sears, Roebuck de Mexico, S.A. de C.V.
Eblon Technologies India Private Limited	McKids The Store	Sears, Wishbook, Inc.
Evoke Productions	McPhail's Appliances	ServiceLive Direct
FitStudio by Sears	MetaScale Technologies India Private Limited	SHMC, Inc.
Florida Builder Appliances, Inc.	Monark	Shop Your Way Local, LLC
Garment Rack	Monark Holdings Inc.	shopyourway.com
HDC Holding Company of Delaware, Inc.	Monark of California	Sourcing and Technical Services, Inc.
HO. Tampa Development Co.	Monark Premium Appliance Co.	SRC O.P. LLC
HO. Tysons Office Investment Co.	Monark Premium Appliance Co. of Arizona	SRC Real Estate (TX), LLC
ILJ, Inc.	Monark Premium Appliance Co. of California	Standards of Excellence
JAF, Inc.	MXSV, Inc.	Standards of Excellence Outlet Store
KC Kelley Group	NTB - National Tire and Battery	Super K
Kenmore Direct	NTB-National Tire & Battery	Super Kmart
Kids Stockroom	PMB, Inc.	SUPER KMART CENTER
Kmart	Prairie Buck I, Inc.	Super Kmart Center
Kmart Acquisition Corp.	Prairie Buck II, Inc.	Texas Bluelight.com Inc.
Kmart Apparel Corp.	Private Brands, Ltd.	The Annex Restaurant
Kmart Apparel Fashions Corp.	Relay LLC	The Great Indoors
Kmart Apparel Leasing Corp.	San Diego Appliance Sales	Tire Property Holding, Inc.
Kmart Apparel Service of Atlanta Corp.	Sears	Tri-Valley Crossings
Kmart Apparel Service of Des Plaines Corp.	Sears #1284	Troy CMBS Property, L.L.C.
Kmart Apparel Service of Sunnyvale Corp.	Sears Acquisition Corp.	Westar Kitchen & Bath LLC
Kmart Corporation	Sears Auto Center	Westar Kitchen and Bath
Kmart Enterprises, Inc.	Sears Auto Center #6582	Westar Kitchen and Bath, LLC
Kmart Far East Limited	Sears Auto Centers	Western Bluelight.com LLC
Kmart Financing I	Sears Carpet and Upholstery Care, Inc.	WestStar Kitchen and Bath
Kmart Global Sourcing Ltd.	Sears Essentials	WestStar Kitchen and Bath LLC

3. Address	3333 Beverly Road, Hoffman Estates, Illinois 60179		
4. Debtor's attorney	WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Facsimile: (212) 310-8007 Ray C. Schrock, P.C. Jacqueline Marcus Garrett A. Fail Sunny Singh	Contact Telephone:	(212) 310-8000
Name and address		Contact Facsimile:	(212) 310-8007
		E-mail:	ray.schrock@weil.com jacqueline.marcus@weil.com garrett.fail@weil.com sunny.singh@weil.com

<p>5. Bankruptcy clerk's office</p> <p>Documents in this case may be filed at this address.</p> <p>You may inspect all records filed in this case at this office or online at www.pacer.gov.</p>	<p>U.S. Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004-1408</p>	<p>Hours open:</p> <p>Monday - Friday, 8:30 a.m. - 5:00 p.m. (except federal holidays)</p> <p>Contact phone: (212) 668-2870</p>
<p>6. Meeting of creditors</p> <p>The debtor's representative</p> <p>_____ at _____</p> <p>_____</p> <p>Location: must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.</p>	<p>_____ at _____ (ET)</p> <p>The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.</p>	<p>Location:</p>
<p>7. Proof of claim deadline</p>	<p>Deadline for filing proof of claim:</p> <p>_____ at _____ (ET)</p>	<p>[Not yet set. If a deadline is set, the court will send you another notice.] or</p> <p>[date, if set by the court]]</p>
	<p>A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.</p> <p>Your claim will be allowed in the amount scheduled unless:</p> <ul style="list-style-type: none"> ■ your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>; ■ you file a proof of claim in a different amount; or ■ you receive another notice. <p>If your claim is not scheduled or if your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>unliquidated</i>, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.</p> <p>You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov</p> <p>Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.</p>	
<p>8. Exception to discharge deadline</p> <p>The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline</p>	<p>If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below</p> <p>Deadline for filing the complaint: _____</p>	
<p>9. Creditors with a foreign address</p>	<p>If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.</p>	
<p>10. Filing a Chapter 11 bankruptcy case</p>	<p>Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.</p>	

11. Discharge of debts

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.